

**A RESOLUTION
BY FINANCE EXECUTIVE COMMITTEE**

04- *ℓ* -0701

A RESOLUTION ACKNOWLEDGING NOTIFICATION TO THE CITY OF ATLANTA THAT THE METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY ("MARTA") INTENDS TO REFUND CERTAIN 1996, 1998, 2000 AND 2002 REVENUE BONDS; GRANTING MARTA A WAIVER OF CERTAIN PUBLIC COMPETITIVE BIDDING REQUIREMENTS FOR THE PURPOSE OF ENABLING THE NEGOTIATED SALE OF THE REFUNDING REVENUE BONDS IN ACCORDANCE WITH THE REQUIREMENTS OF THE MARTA ACT OF 1965, AS AMENDED; AND FOR OTHER PURPOSES.

WHEREAS, the Metropolitan Atlanta Rapid Transit Authority ("the Authority") is a public body corporate and a joint instrumentality of the City of Atlanta ("City"), Clayton County, Georgia, DeKalb County, Georgia, Fulton County, Georgia and Gwinnett County, Georgia organized and existing under an Act of the General Assembly of the State of Georgia, approved on March 10, 1965, Georgia Laws 1965, page 2243, as amended (the "Act"); and

WHEREAS, Section 8(l) of the Act permits the Authority to issue revenue bonds for the purpose of paying all or part of the costs of a rapid transit system; and

WHEREAS, Section 10(h) of the Act provides that "bonds of the Authority shall be sold by public competitive bidding, unless such requirement is waived by the local governments participating in the Authority at the time of such sale, in which event the bonds may be sold through negotiation with a prospective purchaser or purchasers"; and

WHEREAS, pursuant to resolutions adopted by the Authority on March 1, 2004 and April 5, 2004 (collectively, the "Authority Resolutions"), the

Authority has deemed it desirable and in its interest to issue (1) revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$170,000,000 for the purpose of refunding all or a portion of the Authority's Sales Tax Revenue Bonds (Second Indenture Series), Refunding Series 1996A issued in the original aggregate principal amount of \$163,650,000 (the "Series 1996A Bonds"), (2) revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$210,000,000 for the purpose of refunding all or a portion of the Authority's Sales Tax Revenue Bonds (Second Indenture Series), Series 1998B issued in the original aggregate principal amount of \$200,000,000 (the "Series 1998B Bonds"), (3) revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$205,000,000 for the purpose of refunding all or a portion of the Authority's Variable Rate Sales Tax Revenue Bonds (Second Indenture Series), Series 2000A issued in the original aggregate principal amount of \$100,000,000 and the Authority's Variable Rate Sales Tax Revenue Bonds (Second Indenture Series), Series 2000B issued in the original aggregate principal amount of \$100,000,000 (collectively, the "Series 2000 Bonds") and (4) revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$175,000,000 for the purpose of refunding all or a portion of the Authority's Sales Tax Revenue Bonds (Second Indenture Series), Series 2002 issued in the original aggregate principal amount of \$160,000,000 (the "Series 2002 Bonds"); and

WHEREAS, pursuant to the Authority Resolutions, the Authority has deemed it in the best interest of the rapid transit system and the City of Atlanta, Georgia ("the City") to have the option to sell MARTA's revenue refunding bonds to prospective purchasers through private negotiations; and

WHEREAS, the Authority has requested the Governing Body of the City of Atlanta (the "Governing Body") to waive the public competitive bidding requirement of Section 10(h) of the Act to enable the Authority to negotiate the sale of its revenue refunding bonds; and

WHEREAS, the City understands that it is not usual to negotiate the sale of refunding bonds due to the volatility in the market; and

WHEREAS, based upon the representations of MARTA, the Governing Body has determined that it is in the prudent to grant a waiver of the public competitive bidding requirements of the herein described Act; and

WHEREAS, the Governing Body of the City of Atlanta desires to grant such waiver of the public competitive bidding requirement of the Act;

THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY RESOLVES that pursuant to Section 10(h) of the MARTA Act of 1965, Georgia Laws 1965, page 2243, *et seq.*, as amended, the Governing Body of the City of Atlanta hereby waives the requirement of public competitive bidding with respect to the sale of (1) the Authority's revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$170,000,000 for the purpose of refunding all or a portion of the Series 1996A Bonds, (2) the Authority's revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$210,000,000 for the purpose of refunding all or a portion of the Series 1998B Bonds, (3) the Authority's revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$205,000,000 for the purpose of refunding all or a portion of the Series 2000 Bonds and (4) the Authority's revenue refunding bonds in one or more series in an aggregate principal amount not to exceed \$175,000,000 for the purpose of refunding all or a portion of the Series 2002 Bonds.

BE IT FURTHER RESOLVED that the City of Atlanta hereby consents that such revenue refunding bonds may be sold either through negotiations with a prospective purchaser or purchasers, selected pursuant to a request for proposals process, or through public competitive bidding as the Authority deems to be in the best interest of the rapid transit system.

BE IT FINALLY RESOLVED that this resolution shall take effect upon adoption by the City Council and approval of the Mayor.